

07-16-2002

Form PTO-1594

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Tab settings

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

7/12/02

Topiclear Beauty Products, Inc.
New York corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 22, 2002

2. Name and address of receiving party(ies)

Name: Topiclear, Inc.

Internal

Address:

Street Address: 9 East Loockerman Street

City: Dover State: DE Zip: 19901

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Serial No. 76/094386

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Michael J. Ioannou, Esquire

Internal Address: McClosky, D'Anna,

Ioannou & Dieterle, LLP

Street Address: 2300 Glades Road

Suite 400 East Tower

City: Boca Raton State: FL Zip: 33431

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Michael J. Ioannou

Name of Person Signing

M. J. Ioannou

Signature

July 2, 2002

Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/15/2002 LMJELLER 00000105 76094386

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40.00 DP

TRADEMARK
REEL: 2543 FRAME: 0945

ASSIGNMENT OF TRADEMARK

WHEREAS, Topiclear Beauty Products, Inc., a New York corporation ("Assignor") was adjudicated the owner of the "TOPICLEAR" trademark in the United States pursuant to that certain Interlocutory Judgment dated July 7, 1997, as modified, and that certain Final Judgment dated September 18, 1997 entered by the United States District Court for the Southern District of New York in a case styled: Charles Aini, I.C.E. Marketing Corporation, Jacob Aini and Topiclear Beauty Products, Inc., Plaintiffs v. Sun Taiyang Co., Ltd., Palms Fashion, Inc., Jig Trading Co., Inc., et al., Defendants, Case Nos. 96 Civ. 7763 (LAK) and 96 Civ 9318 (LAK).

WHEREAS, pursuant to an Agreement dated August 14, 1999 between Jacob Aini ("Aini"), Ismael Jedouane ("Jedouane"), Symcha Horowitz and Michel Farah, upon completion of certain events regarding settlement between Aini and Jedouane, a newly formed United States corporation ("Newco") was to be incorporated in the State of Delaware for the purposes of owning and exploiting the "TOPICLEAR" trademark worldwide.

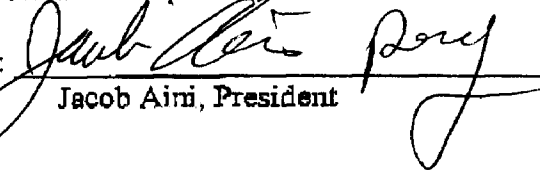
WHEREAS, given that all conditions of the Agreement having now been performed, Assignor desires to assign to Topiclear, Inc., a Delaware corporation - the entity referred to as "Newco" and created pursuant to the Agreement dated August 14, 1999 ("Assignee"), and Assignee desires to acquire from Assignor, all of Assignor's rights, title and interest in and to the mark "TOPICLEAR," together with the goodwill of the business, trade secret formula, and the trade dress symbolized by the mark, and any registrations or pending applications in the United States including any renewals that may be granted thereon.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, transfer and convey unto the Assignee all of Assignor's rights, title and interest in and to the mark "TOPICLEAR," together with the goodwill of the business, trade secret formula, and the trade dress symbolized by the mark and any registrations or pending applications in the United States (including the pending application for registration of the mark "TOPICLEAR" filed on July 24, 2000 by Assignor, Serial No. 76/094,386 and including the pending opposition proceeding styled, In the Matter of Topiclear Application Serial No. 76/094,386), and any renewals that may be granted thereon as well as the right to sue for past infringement. Assignor agrees to sign any and all additional documentation, including further assignments to accomplish the full confirmation of Assignee's ownership of same. This Assignment shall be binding upon the parties hereto and their respective heirs, personal representatives, successors and assigns.

IN WITNESS WHEREOF, Assignor has hereunder signed its name as hereafter set forth.

ASSIGNOR:

TOPICLEAR BEAUTY PRODUCTS, INC.,
a New York corporation

By: 
Jacob Aini, President

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